

**LUPAKA GOLD CORP.**  
**1569 Dempsey Road**  
**North Vancouver, BC V7K 1S8**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the Annual General Special Meeting of the shareholders (the “**Meeting**”) of LUPAKA GOLD CORP. (the “**Company**”) will be held will be held at #480 – 505 Burrard Street, Vancouver, BC V7X 1M3 on June 10, 2022 at 10:00 am (Pacific Time) for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the year ended December 31, 2021, together with the report of the auditors thereon;
2. to set the number of directors for the ensuing year at five (5);
3. to elect the directors for the ensuing year;
4. to appoint MNP LLP, Chartered Professional Accountants, as the auditors of the Company for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditors;
5. to consider and, if thought fit, pass, with or without variation, an ordinary resolution re-approving the Company’s 2010 Incentive Stock Option Plan, as amended June 14, 2015;
6. to consider and, if deemed advisable, approve with or without variation, a special resolution authorizing the consolidation of the issued and outstanding common shares of the Company on the basis of one (1) post-consolidation common share for up to every ten (10) pre-consolidation common shares of the Company, or such lesser ratio as may be approved by the board of the directors of the Company and the TSX Venture Exchange;
7. to consider and, if deemed advisable, approve with or without variation, a special resolution to authorize and approve an amendment to the articles of the Company to permit the Company to subdivide or consolidate all or any of its unissued, or fully paid issued, shares, by way of directors’ resolution or ordinary resolution, as determined by the directors of the Company; and
8. to transact such further and other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Due to the COVID-19 pandemic and government orders to maintain social distancing, the Company is offering Shareholders the option to listen and participate (but not vote) at the Meeting in real time by Zoom conference as follow:

<https://zoom.us/j/98478885213?pwd=ZUNrNFNSQXJXSE8rQ3Y3ZWZqK1J3Zz09> Meeting ID: 984 7888 5213, Passcode: 457573.

This notice is accompanied by a Management Information Circular (“**Circular**”) which provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to and expressly made a part of, this notice of Meeting. The Company urges shareholders to review the Circular before voting.

In light of ongoing public health concerns related to the COVID-19 pandemic and in order to comply with government decrees, the Company is requesting that shareholders not attend the Meeting in person. Rather, the Company encourages shareholders to submit their vote by proxy ahead of the meeting in accordance with the instructions described below and in the Circular. Further restrictions with regard to the Meeting may be implemented by the Company as required in accordance with applicable laws and to comply with public health restrictions the day of the Meeting. The Company also reserves the right to change the location, date and time of the meeting, based on developments with the COVID-19 pandemic.

**Shareholders are reminded that no votes will be accepted at the Zoom Meeting.** Registered shareholders are requested to complete, date, sign and deliver the enclosed form of proxy and deliver it in accordance with the instructions set for the in the form of proxy and in the Circular, unless you plan to attend the meeting.

Non-registered shareholders of the Company who have received this notice of Meeting and accompanying materials but instead plan to attend the Meeting must follow the instructions set forth in the voting instruction form or proxy form sent to them. If you hold your Common Shares in a brokerage account, you are not a registered shareholder.

The board of directors of the Company has by resolution fixed the close of business on April 22, 2022, as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of and to vote at the Meeting and any adjournment thereof.

DATED at Vancouver, British Columbia this 3<sup>rd</sup> day of May, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

*"Gordon Ellis"*  
Chair of the Board